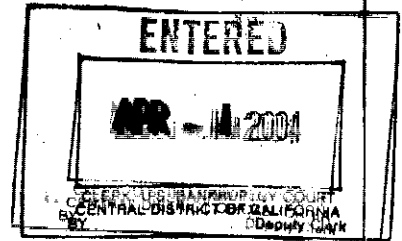
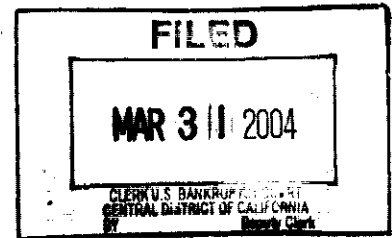


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Reorganization Counsel for
Reorganized Fountain View

Reorganized Fountain View's Mailing Address
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UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION

In re:

FOUNTAIN VIEW, INC., a Delaware
corporation, et al.

Debtors.

Case No.: LA 01-39678 BB through
LA 01-39697 BB

And LA 01-45516 BB;
LA 01-45520 BB; and
LA 01-45525 BB

(Jointly Administered under Case No.
LA 01-39678 BB)

Chapter 11

**STIPULATION BETWEEN THE
DEBTORS AND HILL-ROM
COMPANY, INC. REGARDING
SETTLEMENT AND ALLOWANCE
OF CLAIM**

04 MAR 26 PM 3:38
CLERK U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
BY *[Signature]* CLERK

LODGED

2009
[Signature]

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2121 AVENUE OF THE STARS, 33RD FLOOR
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Hill-Rom
Stipulation

This stipulation (the "Stipulation") is made and entered into by and between Fountain View, Inc., d/b/a Skilled Healthcare Group (as reorganized and substantively consolidated with its 22 chapter 11 affiliates pursuant to the *Debtors' Third Amended Joint Plan of Reorganization dated April 22, 2003* (the "Plan"),¹ hereinafter referred to as "Skilled Healthcare") and Hill-Rom Company, Inc., ("Hill-Rom" and with Skilled Healthcare, the "Parties") with reference to the following facts:

RECITALS

1. On October 2, 2001 (the "Petition Date"), Fountain View, Inc. and nineteen of its subsidiaries filed voluntary petitions under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Central District of California (the "Bankruptcy Court"). On November 28, 2001, voluntary chapter 11 petitions were filed for three additional affiliates of Fountain View, Inc. On July 10, 2003, the Bankruptcy Court entered its *Order Confirming Debtors' Third Amended Joint Plan of Reorganization dated April 22, 2003 and Authorizing Substantive Consolidation* ("Confirmation Order").

2. Prior to the Petition Date, Hill-Rom was a vendor that provided beds to Fountain View, Inc. and its subsidiaries.

3. Hill-Rom filed suit against Fountain View, Inc. in the Los Angeles County Superior Court, North Central District, Glendale Court, Glendale, California, and such suit is styled: *Hill-Rom Company, Inc. vs. Fountain View, Inc. a Delaware corporation* Cause No. EC031912 (hereinafter, the "State Court Action").

4. Hill-Rom filed seven proofs of claim against the Debtors' estates on August 26, 2002 in the aggregate amount of \$258,091.80. Hill-Rom's seven proofs of claims are as follows: (i) Proof of Claim no. 1115 in the amount of \$128,558.19 filed against the estate of Summit Care Texas, L.P.; (ii) Proof of Claim no. 1116 in the amount of \$111,453.40 filed against the estate of Summit Care-Texas, No.3, Inc.; (iii) Proof of Claim

¹ Except as otherwise defined herein, capitalized terms have the meaning ascribed to them in the Plan.

1 no. 1117 in the amount of \$358.43 filed against the estate of Rio Hondo Nursing Center; (iv)
2 Proof of Claim no. 1118 in the amount of \$8,029.05 filed against the estate of Fountain
3 View, Inc.; (v) Proof of Claim no. 1119 in the amount of \$2,818.68 filed against Summit
4 Care California, Inc.; (vi) Proof of Claim no. 1120 in the amount of \$7,685.19 filed against
5 Brier Oak Convalescent, Inc.; and (vii) Proof of Claim no. 1121 in the amount of \$811.14
6 filed against Summit Care Corp.

7 5. Desiring to avoid the costs and risks associated with litigation, the
8 Parties have agreed to enter into the Stipulation with respect to the allowance of Hill-Rom's
9 claims against the Debtors.

10 STIPULATION

11 NOW THEREFORE, in consideration of the promises and mutual covenants
12 contained in this Stipulation, and for other good and valuable consideration, the receipt and
13 sufficiency of which are hereby acknowledged, Skilled Healthcare and Hill-Rom stipulate
14 and agree as follows:

15 A. Following entry of an order by the Court approving this Stipulation,
16 Hill-Rom agrees to promptly withdraw the following Proofs of Claim: 1115, 1116, 1117,
17 1119, 1120 and 1121.

18 B. Following entry of an order by the Court approving this Stipulation,
19 Hill-Rom agrees to promptly dismiss the State Court Action with prejudice and execute such
20 further documentation as may be necessary to effectuate the terms of this Stipulation.

21 C. Hill-Rom's Claim no. 1118 shall be allowed as an unsecured non-
22 priority claim in the amount of \$175,000.00, which is a Class 10 Claim under the Plan. The
23 Claim will be treated under Payment Option 10B of the Plan; Hill-Rom is a Continuing
24 Creditor under the Plan.

25 D. Hill-Rom's Claim no. 1118 will be deemed allowed and not subject to
26 further objection. Hill-Rom fully and forever releases and discharges Skilled Healthcare,
27 Reorganized Fountain View, the Reorganized Enterprise, the Debtors and their estates, and
28 their past, present and future predecessors, successors, heirs, spouses, assigns, parent

KLAS, TUCKER, BOG
1880 CENTURY BLVD
LOS ANGELES, CALIFORNIA 90067-1698
(310) 407-1000
P & STERN LLP
F. SUITE 2100

1 companies, subsidiaries, affiliates, divisions, real or alleged alter egos, managers, general
 2 partners, limited partners, managing members, members, principals, shareholders, directors,
 3 officers, employees, independent contractors, consultants, representatives, attorneys and
 4 accountants, and all persons or entities directly or indirectly affiliated with or acting on
 5 behalf of or in concert with any of them of and from any and all other claims, debts, and
 6 liabilities of any kind, known or unknown.

7 **E. Hill-Rom acknowledges that it is familiar with California Civil**
 8 **Code section 1542, which is set forth below in relevant part, and it waives and**
 9 **relinquishes all rights and benefits that it has or may have under such provision or any**
 10 **similar law:**

11 A general release does not extend to claims which the creditor
 12 does not know or suspect to exist in his favor at the time of
 13 executing the release, which if known by him must have
 14 materially affected his settlement with the debtor.

15 **F. This Stipulation shall be interpreted pursuant to the laws of the State of**
 16 **California, without reference to conflict of law principles. Any dispute arising in connection**
 17 **herewith or relating hereto shall be adjudicated by the Bankruptcy Court pursuant to its**
 18 **retained jurisdiction under the Plan and Confirmation Order.**

19 Dated: 10/27, 2003

FOUNTAIN VIEW, INC. AND ITS CHAPTER 11
 AFFILIATES

21 By: William C. Scott
 22 William C. Scott
 23 Chairman

24 Dated: October 23, 2003

HILL-ROM COMPANY, INC.,

26 By: Joseph M. Haynes
 27 Print Name/Title: Joseph M. Haynes
 28 Director of Credit

KLEP, TUCHIN, BOG
 P & STEIN LLP
 1800 CENTURY PARK
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 (310) 407-4000

ORDER**IT IS SO ORDERED.**DATED: 3/31/04

THE HONORABLE SHERI BLUEBOND
UNITED STATES BANKRUPTCY JUDGEKLEE, TUCHMAN, B...
1880 CENTURY E...
LOS ANGELES, CALIFORNIA 90067-1698
(310) 467-4008

PROOF OF SERVICE

I am over eighteen years of age, and I am not a party to this action. I am employed by Klee, Tuchin, Bogdanoff & Stern LLP, and my business address is: Fox Plaza, 2121 Avenue of the Stars, Thirty-Third Floor, Los Angeles, CA 90067-5061. Klee, Tuchin, Bogdanoff & Stern LLP employs a member of the bar of the State of California at whose direction this service was made.

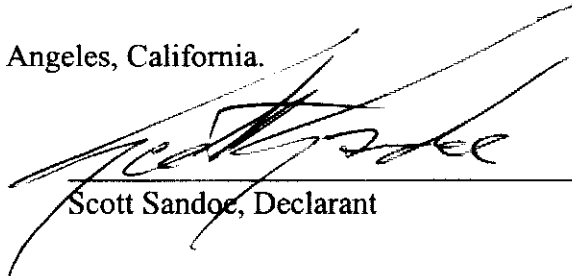
On March 26, 2004 I served the following pleading:

**STIPULATION BETWEEN THE DEBTORS AND HILL-ROM
COMPANY, INC. REGARDING SETTLEMENT AND ALLOWANCE OF
CLAIM**

on the interested parties in this action by placing true and correct copies of the pleading with the United States Postal Service, enclosed in sealed envelopes, with postage fully paid, addressed as indicated on the attached list.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

EXECUTED on March 26, 2004 at Los Angeles, California.



Scott Sandoe, Declarant

Debtors
Fountain View, Inc.
Attn: Roland Rapp
27442 Portola Parkway, Suite 200
Foothill Ranch, CA 92610

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Bank of the West
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Paul McDonnell – Treasurer/Tax Collector
Attn Maria O'Neil
County of Riverside
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Spec Not Req/Atty to Amer Express
SVCS Co Inc Corp Card
c/o Becket & Lee LLP
PO Box 3001 Dept. AC
Malvern, PA 19355-0701

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Special Not Request
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2626 Cole Avenue, Suite 850
Dallas, TX 75204

In re: FOUNTAIN VIEW, INC. et al., Debtor.	CASE NO.: LA 01-39678 BB CHAPTER 11
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**NOTICE OF ENTRY OF JUDGMENT OR ORDER
AND CERTIFICATE OF MAILING**

TO:

Mr. Roland Rapp, Fountain View, Inc. et al.,
27442 Portola Parkway, Suite 200, Foothill Ranch, CA 92610

Laura L. Buchanan, Esq., Klee, Tuchin, Bogdanoff & Stern LLP,
2121 Avenue of the Stars, 33rd Floor, Los Angeles, CA 90067-5061

Joseph Caceres, Esq., Office of the U.S. Trustee
Ernst & Young Plaza, 725 S. Figueroa Street, 26th Fl, Los Angeles, CA 90017

Counsel for the Bondholders/Robert Aronson, Esq., Akin, Gump, Strauss, Hauer & Feld, LLP
2029 Century Park East, Suite 2600, Los Angeles, CA 90067

Counsel for the Bondholders/James R. Savin, Esq. and Michael S. Stamer, Esq.
Akin, Gump, Strauss, Hauer & Feld, LLP, 590 Madison Ave, 20th Fl., New York, NY 10022

Counsel/Unsecured Creditors Committee/Carole Neville, Esq., Sonnenschein Nath & Rosenthal
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Counsel for the Secured Lenders/James E. Spiotto, Esq., Chapman and Cutler
111 West Monroe Street, Chicago, IL 60603

Counsel for Sharon Hill, Individually and as Personal Representative of the Estate of Inez Hawkins/
Hartley Hampton, Esq., Fibich Hampton Leebron & Garth, LLP
5 Houston Center, 1401 McKinney, Suite 1800, Houston, TX 77010

1. You are hereby notified, pursuant to Local Bankruptcy Rule 9021-1(1)(a)(v), that a judgment or order entitled (specify) **STIPULATION BETWEEN THE DEBTORS AND HILL-ROM COMPANY, INC. REGARDING SETTLEMENT AND ALLOWANCE OF CLAIM** was entered on (specify date): **APR 1 2004**

2. I hereby certify that I mailed a copy of this notice and a true copy of the order or judgment to the persons and entities on the attached service list on (specify date): **APR 1 2004**

APR 1 2004

Dated: _____

JON D. CERETTO
Clerk of the Bankruptcy Court

By: 
Deputy Clerk